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Counsel to the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
HOLLANDER SLEEP PRODUCTS, LLC, et al.,¹:	Chapter 11
	:
	Case No. 19-11608 (MEW)
	:
Debtors.	(Jointly Administered)
	:
-----X	

**SUPPLEMENTAL DECLARATION OF E. PATRICK SHEA IN SUPPORT
OF APPLICATION PURSUANT TO SECTIONS 1103(a) AND 328(a) OF THE
BANKRUPTCY CODE, RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE, AND LOCAL BANKRUPTCY RULE 2014-1 FOR AUTHORIZATION
TO EMPLOY AND RETAIN GOWLING WLG AS CANADIAN COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE JUNE 13, 2019**

I, E. Patrick Shea, LSM, declare under penalty of perjury pursuant to 28 U.S.C.

§ 1746, and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), that the following is true and correct:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Dream II Holdings, LLC (7915); Hollander Home Fashions Holdings, LLC (2063); Hollander Sleep Products, LLC (2143); Pacific Coast Feather, LLC (1445); Hollander Sleep Products Kentucky, LLC (4119); Pacific Coast Feather Cushion, LLC (3119); and Hollander Sleep Products Canada Limited (3477). The location of the Debtors’ service address is: 901 Yamato Road, Suite 250, Boca Raton, Florida 33431.

1. I am a partner with the law firm of Gowling WLG (“Gowling” or the “Firm”), with offices located at 1 First Canadian Place, 100 King Street West, Suite 1600, Toronto, Ontario, M5X 1G5, Canada. I am duly admitted to practice law in Ontario, Canada.

2. I am authorized to submit this supplemental declaration (the “Supplemental Declaration”) in support of the *Application Pursuant to Sections 1103(a) and 328(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2014-1 for Authorization to Employ and Retain Gowling WLG as Canadian Counsel for the Official Committee of Unsecured Creditors Effective June 13, 2019* filed on July 9, 2019 [Docket No. 198] (the “Application”).

3. The hourly rates set forth in the Application are subject to periodic adjustments to reflect economic and other conditions. Gowling intends to provide ten (10) business days’ notice to the Debtors, the Committee, and the U.S. Trustee before implementing any increases in Gowling’s rates for professionals working on these chapter 11 cases.

4. Gowling provides the following responses to the questions set forth in Part D of the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases (the “Revised UST Guidelines”):

Questions Required by Part D1 of Revised UST Guidelines:	Answer:	Further explanation:
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	N/A
Do any of the professionals included in this engagement	No.	N/A

Questions Required by Part D1 of Revised UST Guidelines:	Answer:	Further explanation:
vary their rate based on the geographic location of the bankruptcy case?		
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.	N/A	N/A
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	N/A	Gowling's budget will be included in the budget for Committee professionals as governed by the terms of the final order entered in these cases approving DIP financing. [See Docket No. 231]

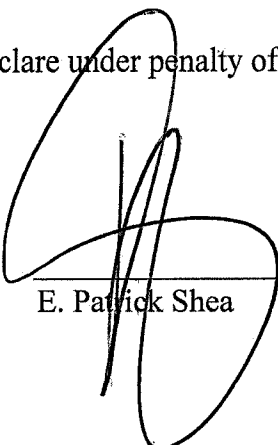
5. Gowling intends to make a reasonable effort to comply with the UST's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by Gowling in these chapter 11 cases.

6. At the request of the UST, a revised proposed form of order is attached hereto as **Exhibit A** to add paragraph 6.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Dated: July 31, 2019



E. Patrick Shea

EXHIBIT A

(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
HOLLANDER SLEEP PRODUCTS, LLC, et al.,¹:	Chapter 11
	:
	Case No. 19-11608 (MEW)
	:
Debtors.	(Jointly Administered)
-----X	

**ORDER APPROVING AND AUTHORIZING
THE RETENTION OF GOWLING WLG AS CANADIAN COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS EFFECTIVE JUNE 13, 2019**

Upon the *Application Pursuant to Sections 1103(a) and 328(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Bankruptcy Rule 2014 for Authorization to Employ and Retain Gowling WLG as Canadian Counsel for the Official Committee of unsecured Creditors Effective June 13, 2019* (the “Application”),² and upon the Declaration of E. Patrick Shea filed in support of the Application, and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and it appearing that no other or further notice need be

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

provided; and no objections to the Application having been filed; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The Committee is hereby authorized to retain and employ Gowling WLG (“Gowling”) pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, effective as of June 13, 2019.
3. Gowling shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ cases in compliance with the applicable provisions of the Bankruptcy Code, including section 330 of the Bankruptcy Code, the Bankruptcy Rules, and any applicable procedures and orders of this Court.
4. Gowling is authorized to render professional services to the Committee as described in the Application.
5. The Committee will make reasonable efforts to avoid having Gowling perform work that is duplicative of work being performed by other professionals retained by the Committee.
6. Before implementing any increases in Gowling’s rates for professionals working on these cases, Gowling shall provide ten (10) business days’ notice to the Debtors, the Committee, and the U.S. Trustee. The U.S. Trustee retains all rights to object to any rate increases on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. The Committee and Gowling are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2019

THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

Approved as to Form

Office of the United States Trustee
Shannon Scott